

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF MISSOURI
WESTERN DIVISION**

THE CITY OF KANSAS CITY, MISSOURI,)

Plaintiff,)

vs.)

Case No. 05-00368-CV-W-GAF

HOUSING & ECONOMIC DEVELOPMENT)

FINANCIAL CORPORATION and)

U.S. DEPARTMENT OF HOUSING AND)

URBAN DEVELOPMENT,)

Defendants.)

ORDER

Now before the Court is the City's Amended Motion (Document 1886) for an Order of this Court authorizing the Receiver to donate certain parcels of real estate known as Registry Square to Habitat for Humanity subject to certain conditions precedent set forth in the Amended Motion. The Court having considered the Amended Motion it is hereby

ORDERED that the Receiver is authorized to convey the nine (9) scattered site parcels ("Parcels") set forth in the Amended Motion resulting from the former Registry Square Apartments to Habitat for Humanity/Kansas City, Inc. provided:

(i) the Receiver approves, in his discretion, the terms, conditions and provisions of the real estate contracts, deeds, declarations of land use restriction covenants and other related documents ("Documents") pertaining to the transfer of Parcels;

(ii) the City of Kansas City, Missouri ("City"), by ordinance, releases the Receiver, through a document executed by the City Attorney, from any loss, claim, damage, judgment, assessment, cost or other known or unknown liability ("Losses") arising from the Receiver's compliance with this Order or that might arise from the transfer of the Parcels under the Documents; and

(iii) the City of Kansas City, Missouri, by ordinance, (a) indemnifies the Receiver from all Losses asserted against HEDFC or the Receiver by any third party arising out of the Receiver's compliance with this Order or that might arise from the transfer of the Parcels under the Documents, or otherwise; and (b) pays all out of pocket fees and expenses of the Receiver (including the fees and expenses of counsel selected by the Receiver) resulting from or related to any defense pertaining to potential Losses.

s/ Gary A. Fenner

Gary A. Fenner, Judge
United States District Court